

James V. Hoeffner
Texas Bar I.D. 09772700
Frank R. Monroe
Texas Bar I.D. 14271000
Kelle K. Masters
Texas Bar I.D. 24032495
Graves, Dougherty, Hearon & Moody, P.C.
401 Congress Ave., Suite 2200
Austin, TX 78701
Telephone: 512/480-5600
Telecopy: 512/480-5886

COUNSEL FOR CICI ENTERPRISES, L.P.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:	§	Chapter 11
	§	
WINMAR PIZZA, L.P., <i>et al.</i>	§	Case No. 09-33027-BJH-11
	§	
Debtors-in -Possession	§	(Jointly Administered)

**LIMITED OBJECTION OF CICI ENTERPRISES, L.P. TO MOTION FOR ORDER
AUTHORIZING SALE OF ASSETS FREE AND CLEAR OF LIENS, CLAIMS AND
ENCUMBRANCES PURSUANT TO 11 U.S.C. §363(f) WITH ASSUMPTION AND
ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND TO
DISBURSE NET PROCEEDS OF SALE (Docket #304)**

TO THE HONORABLE BARBARA J. HOUSER, UNITED STATES BANKRUPTCY
JUDGE:

NOW COMES CICI ENTERPRISES, L.P. ("CiCi"), and in their Limited Objection to Debtor's Motion for Order Authorizing Sale of Assets Free and Clear of Liens, Claims and Encumbrances Pursuant to 11 U.S.C. §363(f) With Assumption and Assignment of Executory Contracts and Unexpired Leases and to Disburse Net Proceeds of Sale ("Limited Objection") would show the Court as follows:

1. CiCi supports the proposed sale set out in paragraph 1 – 15 of the Debtor's Motion.
2. CiCi objections, however, to paragraph 16 in regard to distribution of the proceeds. Pursuant to the "settlement agreement" approved by this Court on or about January 5,

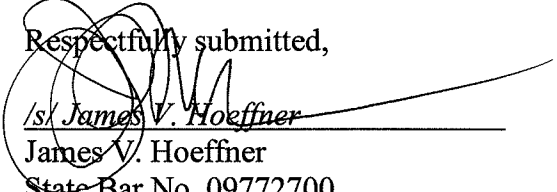
2010, CiCi is to be paid the first \$1 million of the net proceeds received from the sale of outlier stores.

3. If CiCi has already been paid \$1 million under the settlement agreement from sale of stores, then CiCi is paid twenty percent (20%) of the net proceeds from the sale of any further store including outlier stores up to a total payment of \$1,625,000.00.

4. Attention to this error was immediately brought to Debtor's counsel, but no response was received to the same.

WHEREFORE, CiCi prays that the Motion for Order Authorizing Sale of Assets Free and Clear of Liens, Claims and Encumbrances Pursuant to 11 U.S.C. §363(f) With Assumption and Assignment of Executory Contracts and Unexpired Leases and to Disburse Net Proceeds of Sale (Docket #304) be allowed in part, but that the distribution of the proceeds made in the manner set out above, and that CiCi recover such other relief as may be just and equitable.

Respectfully submitted,


/s/ James V. Hoeffner

James V. Hoeffner

State Bar No. 09772700

GRAVES, DOUGHERTY, HEARON & MOODY, P.C.

401 Congress Ave., Suite 2200

Austin, TX 78701

Telephone: 512.480.5707

Facsimile: 512.480.5886

COUNSEL FOR CICI ENTERPRISES, LP

CERTIFICATE OF SERVICE

A true and correct copy of the foregoing document was served in accordance with the Federal Rules of Bankruptcy Procedure on February 8th, 2010, upon all parties who are entitled to receive CM/ECF notice via the CM/ECF filing system or by U.S. First Class mail as indicated.

J. Stephen Ravel *(Via CM/ECF)*
Clay M. Taylor
KELLY HART & HALLMAN LLP
201 Main Street, Suite 2500
Fort Worth, Texas 76102
COUNSEL FOR THE FROST NATIONAL BANK

Richard W. Ward *(Via CM/ECF)*
State Bar No. 20846350
RICHARD W. WARD LAW OFFICE
6860 N. Dallas Parkway, Suite 200
Plano, TX 75024
COUNSEL FOR DEBTORS-IN-POSSESSION
WINMAR PIZZA, L.P., ET AL

The following are being served via U.S. First Class Mail:

Winmar Pizza, L.P.
9400 N. Central Expwy, Suite 1304
Dallas, TX 75231

Pizza Foods of Texas, L.P.
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

Pizza Partners of Cincinnati, L.P.
9400 N. Central Expressway, Suite 1304
Dallas, TX 75024

Pizza Partners of Maryland, L.P.
9400 N. Central Expwy
Dallas, TX 75231

Pizza Partners of Ohio, Ltd.
9400 N. Central Expressway, Suite 1304
Plano, TX 75231

Pizza Partners of South Carolina, L.P.
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

Pizza Partners of West Virginia, L.P.
c/o Norman Winton
9400 North Central Expressway, Suite 1304
Dallas, TX 75231

TEG Pizza Partners Indiana, L.P.
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

TEG Pizza Partners Texas, L.P.
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

Pizza Partners of Florida, L.P.
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

TEG-Pizza Partners Holdings, L.P.
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

TEG-Pizza Partners L.P.

Attn.: Norman Winton, Registered Agent
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

Pizza Partners of Detroit, L.P.
Attn.: Bryan Jones, Agent
1047 Chester St.
Birmingham, MI 48009

TEG-Pizza Partners II, L.P.
Attn.: Norman Winton, Registered Agent
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

TEG-Pizza Partners Holdings II, L.P.
Attn.: Norman Winton, Registered Agent
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

Pizza Master Holding Partnership, Ltd.
Attn.: Cheryl Mullin, Registered Agent
2425 N. Central Expressway, Suite 200
Richardson, TX 75080

Pizza Master Holdings Partnership Ltd.
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

TEG Pizza GP, LLC
Attn.: Norman Winton, Registered Agent
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

TEG Pizza GP, LLC
Attn.: Norman Winton, Manager
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

TEG Pizza GP, LLC
Attn.: Fred Margolin, Manager
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

TEG Pizza GP, LLC
Attn.: Edward Sedacca, Manager
5220 Spring Valley Road, Suite 4

Dallas, TX 75254

TEG Pizza GP, LLC
Attn.: Bruce Margolin, Manager
12387 SW 51st Ct.
Cooper City, Fla. 33330

Pizza Properties Inc.
Attn.: J. Kirk Robison, CEO and Chairman
4445 N. Mesa, Suite 100
El Paso, TX 79902

Pizza Properties Inc.
Attn.: John T. Hjalmquist, Director,
President and COO
4445 N. Mesa, Suite 100
El Paso, TX 79902

Pizza Properties Inc.
Attn.: Judith L. Robison, Vice President and
Secretary
4445 N. Mesa, Suite 100
El Paso, TX 79902

Pizza Properties Inc.
Attn.: John T. Hjalmquist, Registered Agent
4445 N. Mesa, Suite 100
El Paso, TX 79902-1109

Winmar Pizza Management Inc.
Attn.: Norman Winton, Registered Agent
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

Winmar Pizza Management LLC
Ruland Realty, Member
7501 Keele St., Suite 100
Vaughan, ON, L4K1Y2
CANADA

Winmar Pizza Management LLC
Attn.: Norman Winton, Member
6466 Glendora Ave.
Dallas, TX 75230

Winmar Pizza Management LLC

Attn.: Fed Margolin, Member
10515 Lennox Ln
Dallas, TX 75229

PPO LLC
Attn.: ACFB Incorporated, Agent
Attn.: James B. Fiebel, Agent
5324 Canyon Ridge Dr.
Liberty Twp., Ohio 45011

PPO LLC
Attn.: ACFB Incorporated, Agent
Attn.: James B. Fiebel, Agent
2300 BP Tower
200 Public Square
Cleveland, OH 44114-2378

PPO L.L.C.
Attn.: ACFB Incorporated, Agent
Attn.: Robert Bird, Agent
5324 Canyon Ridge Drive
Liberty Twp., Ohio 45011

TEG-Pizza Partners, LP
Attn.: TEG Pizza GP, LLC, General Partner
9400 N. Central Expressway, #1304
Dallas, TX 75231

Pizza Partners of Detroit L.P.
Attn.: TEG Pizza GP, LLC, General Partner
9400 N. Central Expressway, #1304
Dallas, TX 75231

Jan Rich Enterprises LLC
Attn.: Fred Margolin, Registered Agent
10515 Lennox Lane
Dallas, TX 75229

Jan Rich Enterprises LLC
Attn.: Fred H. Margolin, President and
Director
10515 Lennox Lane
Dallas, TX 75224

Marwin Management LLC
Attn.: Norman Winton, Registered Agent

5925 Forest Lane, Suite 501
Dallas, TX 75230

Marwin Management LLC
Attn.: Fred Margolin, Member
10515 Lennox Lane
Dallas, TX 75229

Marwin Management LLC
Attn.: Norm Winton, Member
6466 Glendora Ave.
Dallas, TX 75230

Marwin Management LLC
Attn.: Bruce Margolin, Member
12387 SW 51st Ct.
Cooper City, Fla. 33330

Marwin Management LLC
Attn.: Norman Winton
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

Sigma Securities Inc.
Attn.: Norman Winton, Registered Agent
and Director
9400 N. Central Expressway, Suite 1304
Dallas, TX 75231

Norm Winton
5925 Forest Lane, Suite 501
Dallas, TX 75230

Fred Margolin
10515 Lennox Lane
Dallas, TX 75229

Bruce Margolin
12387 SW 51st Ct.
Cooper City, FL 33330

Edward H. Sedacca
5220 Spring Valley Road
Suite 4
Dallas, TX 75254

Christopher J. Moser
Attorney for Edward H. Sedacca
Quilling Selander Cummiskey & Lownds
2001 Bryan St., Suite 1800
Dallas, TX 75201-4240

Scott M. Seidel
Trustee for Edward H. Sedacca
Seidel Law Firm
No. 357
6505 W. Park Blvd., Suite 306
Plano, TX 75093

Michael D. Hamlin
Mountaineer Property Co. II, LLC
2151 Volunteer Parkway
Bristol, TN 37620

JK Woodvine LP
c/o Lanny E. Perkins
3838 Oaklawn Avenue, Suite 400
Dallas, TX 75219

Thomas A. Dickinson
Dickinson and Wheelock, PC
7660 Woodway Dr., Suite 460
Houston, TX 77063

Bregman, Berbert, Schwartz & Gilday, LLC
c/o Timothy P. Schwartz
7315 Wisconsin Avenue, Suite 800
Bethesda, MD 20814

Bregman, Berbert, Schwartz & Gilday, LLC
Attn: Laurence H. Berbert
7315 Wisconsin Avenue, Suite 800W
Bethesda, MD 20814

Aramark Uniform Services
P. O. Box 1339
Stafford, TX, 77497-1339

American Electric Power
PO Box 24418
Canton, OH 44701-4418

AT&T
PO Box 5001
Carol Stream, IL 60197-5001

Auto-Chlor Eastlease Fiber Tech
Dept 205
PO Box 4869
Houston, TX 77210-4869

Awesome Marketing
1080 W. Bethel Rd.
Coppell, TX 75019-4427

Bryan Jones
c/o Brian R. Hester, Esq.
P.O. Box 1324
Hamilton, Ohio 45012-1324

Centerpoint Energy
PO Box 4981
Houston, TX 77210-4981

CFS Corporation
3228 Duke St.
Alexandria, VA 22314

Citizens Gas
PO BOX 7056
Indianapolis, IN 46207-7056

Coca-Cola
PO Box 102499
Atlanta, GA 30368

Commercial Grease Trap
1535 Deloss Street
Indianapolis, IN 4620

Community Coffee
PO Box 60141
New Orleans, LA 70160

CPS Commercial Parts & Service
6940 Plainfield Rd
Cincinnati, OH 45236

Current Energy Billing Solutions
5440 Harvest Hill Rd
Dallas, TX 75230

Dayton Power & Light
PO Box 740598
Cincinnati, OH 45274-0598

DECO Solutions Group, Inc
21933 Highway 19N
Clearwater, FL 33765

Direct Energy Business
PO Box 676863
Dallas, TX 75267-6863

Dominion Virginia Power
PO Box 26543
Richmond, VA 23290-0001

Duke Energy
PO Box 9001084
Louisville, KY 40290-1084

Ecolab
PO Box 70343
Chicago, IL 60673-0343

Fort Bend Imaging
PO Box 2569
Stafford, TX 77497-2569

Indianapolis Power & Light
PO Box 109
Indianapolis, IN 46206-0109

Indianapolis Water
P.O. Box 1990
Indianapolis, IN 46206-1990

JGB Pike
4445 Willard Ave
Chevy Chase, MD 20815

Keany Produce
2210 75th Ave.

Landover, MD 20785

Liquid Environmental Solutions
PO Box 671064, Dept 3
Dallas, TX, 75267-1064

Momentum Signs, LLC
6343 Skyline Dr, Suite 100
Houston, TX 77057

Morse & Hamilton
PO Box 1450
Columbus, OH 43216

National Cinemedia, LLC
PO Box 17491
Denver, CO 80217-0491

Northridge Crossing
PO Box 1450
Columbus, OH 43216

NOVA Healthcare Centers
110 Cypress Station, Suite 280
Houston, TX 77090

NuCo2
PO Box 9011
Stuart, FL 34995-9011

Plumbing Works of Houston
6615 Flintlock Rd,
Houston, TX 77040

Ray's Trash
Drawer I
Clayton, IN 46118

Reid's Refrigeration
P.O. Box 929
Tomball, TX 77377-0929

River Oaks Surgical Center
PO BOX 414150
Kansas City, MO 64141-4150

Roto Rooter
5672 Collections Center Dr.
Chicago, IL 60693

Royal Cup Coffee
PO Box 170971
Birmingham, AL 35217

Senn Bros
PO Box 13472
Columbia, SC 29201

South Carolina Electric & Gas
PO Box 100255
Columbia, SC 29202-3255

The Lamar Companies
PO Box 96030
Baton Rouge, LA 70896

The Plumbing Connection
PO BOX 500
Hockley, TX 77447

Third Coast Produce
8255 Tewanin Dr
Houston, TX 770614698

TP Mechanical Contractors
1500 Kemper Meadow Dr.
Cincinnati, OH 45240

Vectren Energy Delivery
373 South High t.
Columbus, OH 43215-6306

Verizon

PO Box 660720
Dallas, TX 75266-0720

Vermillion Valley Produce
310 South St.
Danville, IN 61823

Washington Gas
PO Box 830036
Baltimore, MD 21283-0036

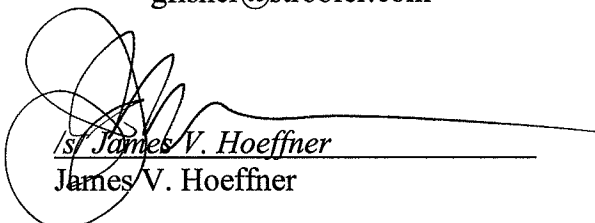
Waste Management
PO Box 660345
Dallas 75266-0345

Witt and Devezin
3661 SR 26 East
Suite Z
Lafayette, IN 47905

Advanced Restaurant Sales
111 Village Parkway
Bldg #2
Marietta, GA 30067

William Westerhold
Mitch Uehling
MBTL, Inc. dba CiCi's #726
715 Fashion Drive. Suite #4
Columbia, SC 29229

C & S Holdings of the Midlands, LLC
(By e-mail)
William Spacek:
bill@cartercommercial.com
cc: jimmy@cartercommercial.com and
gfisher@strobler.com



/s/ James V. Hoeffner
James V. Hoeffner